

L3 TECHNOLOGIES, INC.

Form 425

February 20, 2019



## Edgar Filing: L3 TECHNOLOGIES, INC. - Form 425

Filed by: Harris Corporation Commission File No. 1-3863 Pursuant to Rule 425 under the Securities Act of 1933 and deemed filed pursuant to Rule 14a-12 under the Securities Exchange Act of 1934 Subject Company: L3 Technologies, Inc. Commission File No. 1-37975 IMO Icebreaker: Charlie Roberts and Andy Zogg on Being Customers' First Choice How do you combine the talent and assets of more than 400 locations in over 100 countries and still manage to stay agile and meet or exceed customer expectations every day? That is the challenge – and opportunity – that Integration Management Office (IMO) Operations Leads Charlie Roberts and Andy Zogg are tackling as they plan to integrate the L3 Harris operations team. “We want our customers to be confident that this integration will be done with their best interests in mind,” agree Roberts and Zogg, both of whom are defense industry veterans with extensive integration experience. Roberts is Vice President of Operations at Harris; Zogg is Senior Vice President and COO of L3’s ISR Systems segment. They both strive to facilitate strong execution by delivering operational efficiencies that will help L3 Harris Technologies provide best-in-class solutions across space, air, land, sea and cyber domains. This includes becoming more innovative and affordable, which will allow additional investment in technology and drive down costs. Their strategic approach in planning for the merger is three-pronged: (1) Geography – planning for the integration of certain operations that are in close proximity where it makes good business sense; (2) Business alignment – preparing to align solutions around areas of expertise that support the business segments and customer needs; and (3) Functional excellence – developing ways to drive optimal performance across locations doing similar work. “So far, the process and policy commonalities we’ve identified outweigh the differences in how our two companies have operated up to now,” says Roberts. “Our site visits continue to reveal centers of excellence to establish new best practices across our segments post close.” Zogg and Roberts have visited about 15 sites and plan to travel to more in the coming months. During these visits, they work closely with the Facilities team to coordinate operational priorities within real estate and facility parameters. In addition to meeting with site managers, the visits allow policy and procedure reviews in key areas such as supply chain, engineering, manufacturing, quality and other functions to ensure alignment in the future.

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Agreement and Plan of Merger, dated as of October 12, 2018 (the "merger agreement"), among L3, Harris and a wholly owned merger subsidiary of Harris. In connection with the proposed merger, Harris filed with the SEC on December 14, 2018 a registration statement on Form S-4 that includes a joint proxy statement of the parties that also constitutes a prospectus of Harris. This registration statement has not yet been declared effective. The parties will send the definitive joint proxy statement/prospectus to their respective stockholders. The parties also may file with the SEC other relevant documents regarding the proposed transaction. This communication is not a substitute for the registration statement, the joint proxy statement/prospectus or any other documents that either or both of the parties or any of their respective affiliates may file with the SEC or make available to their respective security holders. INVESTORS AND SECURITY HOLDERS OF EACH PARTY AND ITS AFFILIATES ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY ALL RELEVANT DOCUMENTS FILED WITH

THE SEC, INCLUDING THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. A copy of the registration statement and the joint proxy statement/prospectus, as well as other filings containing information about the parties, may be obtained free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov), or from Harris by accessing its website at [www.harris.com](http://www.harris.com), or from L3 by accessing its website at [www.l3t.com](http://www.l3t.com). Participants in Solicitation Harris, L3 and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the parties' respective stockholders in respect of the proposed transaction. Information regarding Harris' directors and executive officers is contained in its Annual Report on Form 10-K for the fiscal year ended June 29, 2018 and its Proxy Statement on Schedule 14A, dated September 6, 2018, which are filed with the SEC. Information regarding L3's directors and executive officers is contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and its Proxy Statement on Schedule 14A, dated March 26, 2018, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction is included in the preliminary joint proxy statement/prospectus and will be included in the definitive joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available. Copies of these documents may be obtained free of charge as described in the preceding paragraph.

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